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Reorganized Debtors

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND JOHNSON CONTROLS, INC. AND CERTAIN AFFILIATES  
WITHDRAWING PROOFS OF CLAIM NOS. 15514, 15525, AND 15526

(JOHNSON CONTROLS, INC. AND CERTAIN AFFILIATES)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Johnson Controls, Inc. And Certain Affiliates ("JCI" or the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And d Johnson Controls, Inc. And Certain Affiliates Withdrawing Proofs Of Claim Numbers 15514, 15525, and 15526 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, Johnson Controls Battery Group, Inc. ("JCBGI") filed proof of claim number 15514 against Delphi, asserting a secured claim in an unliquidated amount based on (a) an existing or future breach of the Interim Trademark License Agreement dated June 30, 2005 or any related contract and (b) an action pending in Madison County Circuit Court, Madison County, Indiana (the "Madison County Litigation") ("Claim 15514").

WHEREAS, on July 31, 2006, Johnson Controls, Inc. - Battery Group ("JCI Battery," and together with JCBGI, the "Claimants") filed proof of claim number 15525 against DAS LLC, asserting a secured claim in an unliquidated amount based on existing or future breach of (a) a Transfer Services Agreement dated June 30, 2005, (b) a New Brunswick Put and Call Agreement dated June 30, 2005, and (c) a Component Supply Agreement dated July 1, 2005 ("Claim 15525").

WHEREAS, on July 31, 2006, JCI Battery filed proof of claim number 15526 against Delphi asserting a secured claim in an unliquidated amount based on (a) an existing or future breach of a Master Sale and Purchase Agreement dated June 30, 2005, (b) an existing or future breach of an Environmental Matters Agreement entered on or about July 1, 2005, and (c) being a codefendant in the Madison County Litigation ("Claim 15526," and together with Claim 15514 and Claim 15525, the "Claims").

WHEREAS, on May 22, 2007, the Debtors filed the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection"), by which the Debtors objected to the Claims based on the fact that such amounts were not owing pursuant to the Debtors' books and records or such amounts were subject to modification.

WHEREAS, on June 19, 2007, JCI filed its response to the Fifteenth Omnibus Claims Objection (Docket No. 8337), in which it asserts that (a) the Debtors could breach, or may have breached, the agreements underlying Claim 15514, (b) such breaches would give rise to claims by JCBGI, and (c) JCBGI reserved any right to amend Claim 15514 to seek additional amounts from the Debtors (the "Claim 15514 Response").

WHEREAS, on June 19, 2007, JCI filed its response to the Fifteenth Omnibus Claims Objection (Docket No. 8339), in which it asserts that (a) the Debtors could breach, or may have breached, the agreements underlying Claim 15525, (b) that such breaches would give

rise to claims by JCI, (c) Claim 15525 was subject to setoff, and (d) JCI reserved any right to amend Claim 15525 to seek additional amounts from the Debtors (the "Claim 15525 Response").

WHEREAS, on June 19, 2007, JCI filed its response to the Fifteenth Omnibus Claims Objection (Docket No. 8340), in which it asserts that (a) the Debtors could breach, or may have breached, the agreements underlying Claim 15526, (b) that such breaches would give rise to claims by JCI, and (c) JCI reserved any right to amend Claim 15526 to seek additional amounts from the Debtors (the "Claim 15526 Response," and together with the Claim 15514 Response and the Claim 15525 Response, the "Responses").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, to resolve the Fifteenth Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and the Claimants entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimants agreed that each of Claim 15514, Claim 15525, and Claim 15526 should be withdrawn in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimants stipulate and agree as follows:

1. Claim 15514 is hereby deemed withdrawn in its entirety with prejudice.
2. Claim 15525 is hereby deemed withdrawn in its entirety with prejudice.
3. Claim 15526 is hereby deemed withdrawn in its entirety with prejudice.
4. Each Response is hereby deemed withdrawn with prejudice.
5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.
6. This Stipulation does not affect the allowance or disallowance of any other remaining claims held by Claimants or any of their related entities.

So Ordered in White Plains, New York, this 24th day of May, 2012

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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